

SERFF Tracking #: LFST-129249461

State Tracking #:

Company Tracking #: DC-LS-AD&D CLUB MEMBER
NEW PROGRAM RATES...

State: District of Columbia
TOI/Sub-TOI: H03G Group Health - Accidental Death & Dismemberment/H03G.000 Health - Accidental Death & Dismemberment
Product Name: DC-LS-AD&D Club Member New Program Rates
Project Name/Number: DC-LS-AD&D Club Member New Program Rates/DC-LS-AD&D Club Member New Program Rates

Filing at a Glance

Company: Life of the South Insurance Company
Product Name: DC-LS-AD&D Club Member New Program Rates
State: District of Columbia
TOI: H03G Group Health - Accidental Death & Dismemberment
Sub-TOI: H03G.000 Health - Accidental Death & Dismemberment
Filing Type: Rate
Date Submitted: 10/18/2013
SERFF Tr Num: LFST-129249461
SERFF Status: Assigned
State Tr Num:
State Status:
Co Tr Num: DC-LS-AD&D CLUB MEMBER NEW PROGRAM RATES:CHG TO 40000.1
Implementation: On Approval
Date Requested:
Author(s): Janet Hauser
Reviewer(s): Darniece Shirley (primary), Alula Selassie, Donghan Xu
Disposition Date:
Disposition Status:
Implementation Date:

State Filing Description:

State: District of Columbia
TOI/Sub-TOI: H03G Group Health - Accidental Death & Dismemberment/H03G.000 Health - Accidental Death & Dismemberment
Product Name: DC-LS-AD&D Club Member New Program Rates
Project Name/Number: DC-LS-AD&D Club Member New Program Rates/DC-LS-AD&D Club Member New Program Rates

General Information

Project Name: DC-LS-AD&D Club Member New Program Rates
Status of Filing in Domicile:
Project Number: DC-LS-AD&D Club Member New Program Rates
Date Approved in Domicile:
Requested Filing Mode:
Domicile Status Comments:
Explanation for Combination/Other:
Market Type:
Submission Type:
Overall Rate Impact:
Filing Status Changed: 10/24/2013
State Status Changed:
Deemer Date:
Created By: Janet Hauser
Submitted By: Janet Hauser
Corresponding Filing Tracking Number:

Filing Description:

Life of the South Insurance Company (LOTS) hereby submits for review and approval its Group Accidental Death and Dismemberment Program. This is a new program and does not replace any existing programs.

The forms for this program was approved by your department 5/29/12 SERFF #LFST-128274786.

This program offers accidental death, dismemberment, and loss of sight coverage to the individual members of private clubs and/or associations domiciled in the state of Oklahoma. These individual members may reside outside the state of Oklahoma and LOTS is filing the Oklahoma program in those other states. The Group Master Policy is issued to the Oklahoma private club or association. The most recent approval of this program by Oklahoma was June 13, 2011. This program has also been approved by the states of Florida and Illinois.

The Certificate has been subjected to the Flesch Test and has received a score of 50.2, as evidenced by the attachment under the Supporting Documents tab.

Sections within brackets are variable and may change according to the agreement with the Group Policyholder. However, they will never be more restrictive to the insured than allowed by law. Unless otherwise advised by your department, we may find it necessary to vary the layout of the insurance information in the certificate schedule subsequent to your department's formal approval. This change may become necessary in order to accommodate the data processing system of the Group Policyholder.

Your earliest review and approval of this filing will be appreciated. If you have any questions, please contact me at 800-888-2738, ext. 7372, or email me at jhauser@fortegrafinancial.com.

Sincerely,

Jan Hauser

Company and Contact

Filing Contact Information

Janet Hauser, jhauser@fortegra.com
100 West Bay Street 800-888-2738 [Phone] 8428 [Ext]
Jacksonville, FL 32202 904-350-1069 [FAX]

SERFF Tracking #: LFST-129249461

State Tracking #:

Company Tracking #: DC-LS-AD&D CLUB MEMBER
NEW PROGRAM RATES...

State: District of Columbia

Filing Company: Life of the South Insurance Company

TOI/Sub-TOI: H03G Group Health - Accidental Death & Dismemberment/H03G.000 Health - Accidental Death &
Dismemberment

Product Name: DC-LS-AD&D Club Member New Program Rates

Project Name/Number: DC-LS-AD&D Club Member New Program Rates/DC-LS-AD&D Club Member New Program Rates

Filing Company Information

Life of the South Insurance
Company
10151 Deerwood Park Boulevard
Building 100, Suite 330
Jacksonville, FL 32256
(800) 888-2738 ext. 7265[Phone]

CoCode: 97691
Group Code: 17
Group Name:
FEIN Number: 58-1458103

State of Domicile: Georgia
Company Type: Life & Health
State ID Number:

Filing Fees

Fee Required? No

Retaliatory? No

Fee Explanation:

| | | | |
|-----------------------------|---|------------------------|-------------------------------------|
| State: | District of Columbia | Filing Company: | Life of the South Insurance Company |
| TOI/Sub-TOI: | H03G Group Health - Accidental Death & Dismemberment/H03G.000 Health - Accidental Death & Dismemberment | | |
| Product Name: | DC-LS-AD&D Club Member New Program Rates | | |
| Project Name/Number: | DC-LS-AD&D Club Member New Program Rates/DC-LS-AD&D Club Member New Program Rates | | |

Rate/Rule Schedule

| Item No. | Schedule Item Status | Document Name | Affected Form Numbers (Separated with commas) | Rate Action | Rate Action Information | Attachments |
|----------|----------------------|---------------|---|-------------|-------------------------|---------------------------------|
| 1 | | Rate Page | LS-4400-OK-ADD-CM, LS-4401-OK-ADD-CM | New | | LS-4400-OK-ADD-CM-RP 02.12.pdf, |

LIFE OF THE SOUTH INSURANCE COMPANY

Administrative Office: [10151 Deerwood Park Boulevard, Building 100, Suite 500, Jacksonville, Florida 32256]

ACCIDENTAL DEATH & DISMEMBERMENT CLUB MEMBER PROGRAM

RATE PAGE

\$0.70 per \$10,000 per Month

or

\$0.35 per \$5,000 per Month

| | | | | | |
|--------------------------|----------------|--------------------------|--|----------------------------|---|
| SERFF Tracking #: | LFST-129249461 | State Tracking #: | | Company Tracking #: | DC-LS-AD&D CLUB MEMBER NEW PROGRAM RATES... |
|--------------------------|----------------|--------------------------|--|----------------------------|---|

| | | | |
|-----------------------------|---|------------------------|-------------------------------------|
| State: | District of Columbia | Filing Company: | Life of the South Insurance Company |
| TOI/Sub-TOI: | H03G Group Health - Accidental Death & Dismemberment/H03G.000 Health - Accidental Death & Dismemberment | | |
| Product Name: | DC-LS-AD&D Club Member New Program Rates | | |
| Project Name/Number: | DC-LS-AD&D Club Member New Program Rates/DC-LS-AD&D Club Member New Program Rates | | |

Supporting Document Schedules

| | |
|--------------------------|--------------------------|
| Satisfied - Item: | Cover Letter All Filings |
| Comments: | |
| Attachment(s): | Cover Letter.pdf |
| Item Status: | |
| Status Date: | |

| | |
|-------------------------|----------------------------------|
| Bypassed - Item: | Certificate of Authority to File |
| Bypass Reason: | N/A |
| Attachment(s): | |
| Item Status: | |
| Status Date: | |

| | |
|--------------------------|---------------------------------|
| Satisfied - Item: | Actuarial Memorandum |
| Comments: | |
| Attachment(s): | LOTS ADD OK Rate Memorandum.pdf |
| Item Status: | |
| Status Date: | |

| | |
|-------------------------|---------------------------|
| Bypassed - Item: | Actuarial Justification |
| Bypass Reason: | New rates for new program |
| Attachment(s): | |
| Item Status: | |
| Status Date: | |

| | |
|-------------------------|--|
| Bypassed - Item: | District of Columbia and Countrywide Loss Ratio Analysis (P&C) |
| Bypass Reason: | New rates for new program |
| Attachment(s): | |
| Item Status: | |
| Status Date: | |

| | |
|-------------------------|--|
| Bypassed - Item: | District of Columbia and Countrywide Experience for the Last 5 Years (P&C) |
|-------------------------|--|

| | | | |
|-----------------------------|---|------------------------|-------------------------------------|
| State: | District of Columbia | Filing Company: | Life of the South Insurance Company |
| TOI/Sub-TOI: | H03G Group Health - Accidental Death & Dismemberment/H03G.000 Health - Accidental Death & Dismemberment | | |
| Product Name: | DC-LS-AD&D Club Member New Program Rates | | |
| Project Name/Number: | DC-LS-AD&D Club Member New Program Rates/DC-LS-AD&D Club Member New Program Rates | | |

| | |
|-----------------------|---------------------------|
| Bypass Reason: | New rates for new program |
| Attachment(s): | |
| Item Status: | |
| Status Date: | |

| | |
|-------------------------|---|
| Bypassed - Item: | Actuarial Memorandum and Certifications |
| Bypass Reason: | New rates for new program |
| Attachment(s): | |
| Item Status: | |
| Status Date: | |

| | |
|-------------------------|------------------------------|
| Bypassed - Item: | Unified Rate Review Template |
| Bypass Reason: | New rates for new program |
| Attachment(s): | |
| Item Status: | |
| Status Date: | |

| | |
|--------------------------|---|
| Satisfied - Item: | Association Information |
| Comments: | |
| Attachment(s): | 1-Benefit Services Association (fka AHCCA)-IL Incorporation Docs and Amendments.pdf 2-Benefit Services Association (fka AHCCA)-By-laws.pdf 3-AHCCA-BSA Transfer of Membership Agmt Eff 07.01.12.pdf 4-AHCCA-BSA-Filing in IL for Name Change-08.12.pdf |
| Item Status: | |
| Status Date: | |

LYNDON SOUTHERN INSURANCE COMPANY

October 18, 2013

Honorable William P. White
Government of the District of Columbia
Department of Insurance, Securities, and Banking
810 First Street
N.E. Suite 701
Washington, DC 20002

Re: Lyndon Southern Insurance Company **NAIC#: 10051**
Accidental Death and Dismemberment Insurance Program
Rate Schedule LS-4400-OK-ADD-CM-RP 02.12

Dear Commissioner Purcell:

: Life of the South Insurance Company (LOTS) hereby submits for review and approval its Group Accidental Death and Dismemberment Program. This is a new program and does not replace any existing programs.

The forms for this program was approved by your department 5/29/12 SERFF #LFST-128274786.

This program offers accidental death, dismemberment, and loss of sight coverage to the individual members of private clubs and/or associations domiciled in the state of Oklahoma. These individual members may reside outside the state of Oklahoma and LOTS is filing the Oklahoma program in those other states. The Group Master Policy is issued to the Oklahoma private club or association. The most recent approval of this program by Oklahoma was June 13, 2011. This program has also been approved by the states of Florida and Illinois.

The Certificate has been subjected to the Flesch Test and has received a score of 50.2, as evidenced by the attachment under the Supporting Documents tab.

Sections within brackets are variable and may change according to the agreement with the Group Policyholder. However, they will never be more restrictive to the insured than allowed by law. Unless otherwise advised by your department, we may find it necessary to vary the layout of the insurance information in the certificate schedule subsequent to your department's formal approval. This change may become necessary in order to accommodate the data processing system of the Group Policyholder.

Your earliest review and approval of this filing will be appreciated. If you have any questions, please

LYNDON SOUTHERN INSURANCE COMPANY

contact me at 800-888-2738, ext. 7372, or email me at jhauser@fortegrafinancial.com.

Jan Hauser
Compliance Specialist

Life of the South Insurance Company

Accidental Death and Dismemberment Insurance Policy Actuarial Memorandum

For the State of Oklahoma

For Use with LS-4400-OK-ADD-CM

Policy Benefits

This policy provides a benefit for accidental occurrences resulting in death or dismemberment of the insured. The principal sum is payable upon accidental loss of life.

A dismemberment benefit is provided. The principal sum is payable upon loss of both hands, loss of both feet, loss of sight of both eyes, loss of one hand and one foot, loss of one hand and one eye, and loss of one foot and one eye. One-half of the principal sum is payable upon loss of one hand, loss of one foot, or loss of sight of one eye

Permissible Loss Ratio

The derivation of the monthly premium rate is based on a principal sum of \$10,000 of insurance (one unit). A basic loss ratio of 55% is used as the basis of pricing.

The permissible loss ratio is developed from the following expense assumptions:

| | |
|---|------|
| Premium income | 100% |
| Value of investment income | 1% |
| Commissions and other acquisition costs | 30% |
| Policy administration costs | 11% |
| Profit and risk margin | 5% |
| Permissible loss ratio | 55% |

Value of Investment Income

The value of investment income as a percentage of premiums on this product is 1% or less. Assuming a level distribution of losses over the year and 36% of up-front costs for commissions, other acquisition costs, and issue costs, the insurer has about 65% of the funds for approximately one-half year. Since the term of the liabilities are so short, the funds must be invested in money market funds or short-term certificates of deposit. A reasonable after-tax investment income rate is 3%. Given the small value, this simplified analysis is appropriate. The value of investment income on the product cash flows is about 1% of premium, i.e. for a \$100.00 gross premium,

$$\{(\$100.00 - \$36.00) \times (0.03 / 2)\} / \$100.00$$

This memorandum is based on the laws and regulations in effect on January 9, 2007
and does not reflect any laws or regulations adopted subsequent to this date.

= 0.96% of premium

Accidental Death Benefit Loss Cost

From the 2000 *Injury Facts* published by the National Safety Council, the accidental deaths by age groups were weighted by the expected age distribution. The expected annual loss cost is 33.2 per 1,000. This is the national average. Accidental death rates in Oklahoma are 135% of the national average, as shown in the 2000 *Injury Facts*. Combining these factors produces an expected monthly loss cost of:

$$\$0.332 \times (\$10,000 / \$1,000) / 12 \times 1.35 = \$0.37$$

Accidental Dismemberment Benefit Loss Cost

Published data on rates for causes of dismemberment are not publicly available. Dismemberment provisions are often found in credit life insurance policies. Oklahoma specifically allows an additional charge if dismemberment benefits are provided. The additional premium charge permitted as a percentage of the state's prima facie rate is 7.4%. Applying this percentage to the basic monthly loss cost for the accidental death benefit produces a monthly loss cost of:

$$\$0.074 \times \$0.37 = \$0.03$$

Final Monthly Cost Factors Per \$10,000 Policy

| | Loss Cost | Gross Premium |
|--------------------------|--------------|------------------|
| Accidental Death | \$0.37 | \$0.67 |
| Accidental Dismemberment | \$0.03 | \$0.05 |
| Total All Benefits | \$0.40 | \$0.72 |

Proposed Rate

The proposed rate is \$0.70 per \$10,000 per month.

Prepared by,

Scott Higginbotham, ACAS, MAAA
CREDITRE

8497 Blake Circle, Trussville, AL 35173

Phone: 817-788-8121 x 231 Fax: 817-788-8123 email: scott@creditre.net



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 8, 2003

6147-706-3

NATIONAL ADMINISTRATION COMPANY, INC.
1819 CLARKSON RD, STE 301
CHESTERFIELD, MO 63017

RE AMERICA'S HEALTH CARE CONSUMER ASSOCIATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE ENCLOSED DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

*Ant to
Rec of Deeds
to be filed
9/3/03*

NFP-110.30
(Rev. Jan. 1999)

Submit in Duplicate
Remit payment in check or money
order, payable to "Secretary of
State."

DO NOT SEND CASH!

JESSE WHITE
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

4643 4681
File # 6147 7063

This Space For Use By
Secretary of State
Date J.P.03
Filing Fee \$25.00
Approved JP

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1909,"
corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

CP0233815

ARTICLE ONE

The name of the corporation is National Association
of E-Business Owners (Note 1)

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on 7-29
2003 in the manner indicated below ("X" one box only.) (Month & Day)
(Year)

- ☐ By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- ☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- ☒ By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- ☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

FILED

AUG 8 - 2003

JESSE WHITE
SECRETARY OF STATE

(INSERT RESOLUTION)

P A I D
AUG 12 2003

DEPARTMENT OF
BUSINESS SERVICES

RESOLVED, the name of the corporation shall be changed to read "America's Health Care Consumer Association." And the Articles of Incorporation shall be amended at Article One to reflect the change of name.

4643 4682

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 7-31, 2003 National Association of E-Business Owners
 (Month & Day) (Year) (Exact Name of Corporation)
 attested by Karen Becker by Monica Roy
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Karen Becker Secretary Monica Roy - V.P.
 (Type or Print Name and Title) (Type or Print Name and Title)

NOTES AND INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.
- NOTE 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3:** Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.
- NOTE 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

- NOTE 5:** When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT

under the

GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

RETURN TO:

Department of Business Services
 Secretary of State
 Springfield, Illinois 62756
 Telephone (217) 782-1832
<http://www.sos.state.il.us>

C-130.10



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 1, 2001

6147-706-3

NATIONAL ADMINISTRATION COMPANY, INC.
1819 CLARKSON RD STE 301
CHESTERFIELD, MO 63017

RE NATIONAL ASSOCIATION OF E BUSINESS OWNERS

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE CERTIFICATE OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF \$50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

THE CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 3RD FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

4643 4679

NFP-102.10

(Rev. Jan. 1999)

http://www.sos.state.il.us

FILED

FEB 01 2001

JESSE WHITE

SECRETARY OF STATE

TO: JESSE WHITE, Secretary of State

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

Date 2-1-01

Filing Fee \$50

Approved for**PAID**

FEB 01 2001

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: National Association of E Business Owners

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent CT CORPORATION SYSTEM
 First Name Middle Name Last Name
 Registered Office 208 S. LA SALLE
 Number Street (Do not use P.O. Box)
CHICAGO IL 60604 COOK
 City ZIP Code County

Article 3. The first Board of Directors shall be 3 in number, their names and residential addresses being as follows: (Not less than three)

| Director's Names | Number | Street | Address City | State |
|------------------|--------|----------------------|--------------------|-------|
| Gary Johnston | 2544 | Christopher Oaks Ct. | St. Louis, MO | 63129 |
| Karen Boeker | 13 | Bordeaux Place | Lake St. Louis, MO | 63367 |
| Tracy MacIntosh | 2720 | Sunny Meadows Dr. | St. Charles, MO | 63303 |

Article 4. The purposes for which the corporation is organized are: (49)

Educational

Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☒ No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 8-102 of the code of Civil Procedure? ☐ Yes ☒ No

Article 5. Other provisions (please use separate page): 6147-7063

4643 4680

Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January, 2001
(Month & Day) (Year)

SIGNATURES AND NAMES

1. [Signature]
Signature Gary Johnston
Name (please print)
2. [Signature]
Signature Karen Boeker
Name (please print)
3. _____
Signature _____
Name (please print)
4. _____
Signature _____
Name (please print)
5. _____
Signature _____
Name (please print)

POST OFFICE ADDRESS

1. 2544 Christopher Oaks Ct.
Street St. Louis, MO 63129
City/Town State ZIP
2. 13 Bordeaux Place
Street Lake St. Louis, MO 63367
City/Town State ZIP
3. _____
Street _____
City/Town State ZIP
4. _____
Street _____
City/Town State ZIP
5. _____
Street _____
City/Town State ZIP

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No. _____

FORM NFP-102.10

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523

(These Articles Must Be Executed and Filed
in Duplicate)

Filing Fee \$50
C-157.11

NFP-110.30
(Rev. Jan. 1999)

Submit in Duplicate
Remit payment in check or money
order, payable to "Secretary of
State."

DO NOT SEND CASH!

JESSE WHITE
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

File # 6147 7063

| | |
|---|--------------------|
| This Space For Use By Secretary of State | |
| Date | 8.8.03 |
| Filing Fee | \$25.00 |
| Approved | <i>[Signature]</i> |

Pursuant to the provisions of "The General Not For Profit Corporation Act of 11
corporation hereby adopts these Articles of Amendment to its Articles of Incorporation."



CP0233816

ARTICLE ONE The name of the corporation is National Association
of E-Business Owners (Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 7-29
2003 in the manner indicated below ("X" one box only.) (Month & Day)
(Year)

- ☐ By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- ☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- ☒ By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- ☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

FILED

AUG 8 - 2003

JESSE WHITE
SECRETARY OF STATE

(INSERT RESOLUTION)

P A I D
AUG 12, 2003
DEPARTMENT OF
BUSINESS SERVICES

RESOLVED, the name of the corporation shall be changed to read "America's Health Care Consumer Association." And the Articles of Incorporation shall be amended at Article One to reflect the change of name.



0010326741

0010326741

1662/0145 90 001 Page 1 of 3

2001-04-20 14:59:35

Cook County Recorder

25.50

File Number 6147-706-3

State of Illinois

Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
NATIONAL ASSOCIATION OF E BUSINESS OWNERS
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of FEBRUARY A.D. 2001 and of the Independence of the United States the two hundred and 25TH .



Jesse White

Secretary of State

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2004R19772

File Number 6147-706-3

STATE OF ILLINOIS
MADISON COUNTY
FILED FOR RECORD IN
THE RECORDERS OFFICE

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DANIEL R. DONOHOO
RECORDERDOC. FEE: 22.00
PAGES: 8

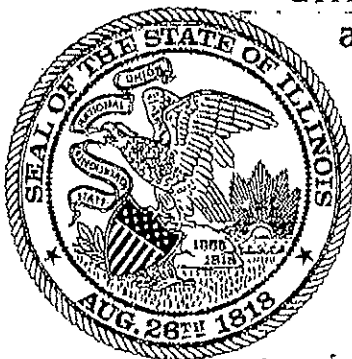
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the Independence of the United States the two
hundred and 25TH

*Jesse White*

Secretary of State

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 7-31, 2003 National Association of E-Business Owners
 (Month & Day) (Year) (Exact Name of Corporation)
 attested by [Signature] by [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Karen Becker Secretary Monica Roy - V.P.
 (Type or Print Name and Title) (Type or Print Name and Title)

NOTES AND INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.

NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.

NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

Filing Fee \$25

RETURN TO:

Department of Business Services
 Secretary of State
 Springfield, Illinois 62756
 Telephone (217) 782-1832
 http://www.sos.state.il.us

C-130.10



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of five pages, as taken from the original on file in this office.

*Jesse White*JESSE WHITE
SECRETARY OF STATEDATED: 8-25-03BY: *Shirley R. Chen*

NFP-102.10

(Rev. Jan. 1999)

ARTICLES OF INCORPORATION

(Do Not Write In This Space)

http://www.sos.state.il.us

FILED

FEB 01 2001

JESSE WHITE

SECRETARY OF STATE

TO: JESSE WHITE, Secretary of State

SUBMIT IN DUPLICATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASHDate 2-7-01

Filing Fee \$50

Approved BL

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: National Association of E Business Owners

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent CT CORPORATION SYSTEM
 First Name Middle Name Last Name
 Registered Office 208 S. LA SALLE
 Number Street (Do not use P.O. Box)
CHICAGO IL 60604 COOK
 City ZIP Code County

Article 3. The first Board of Directors shall be 3 in number, their names and residential addresses being as follows: (Not less than three)

| Director's Names | Number | Street | Address City | State |
|------------------|--------|----------------------|--------------------|-------|
| Gary Johnston | 2544 | Christopher Oaks Ct. | St. Louis, MO | 63129 |
| Karen Boeker | 13 | Bordeaux Place | Lake St. Louis, MO | 63367 |
| Tracy MacIntosh | 2720 | Sunny Meadows Dr. | St. Charles, MO | 63303 |

Article 4. The purposes for which the corporation is organized are:

Educational

Is this corporation a Condominium Association as established under the Condominium Property Act?
☐ Yes ☒ No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☒ No

Article 5. Other provisions (please use separate page):

0010326741

Page 2 of 3

Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January, 2001
(Month & Day) (Year)

SIGNATURES AND NAMES

1. [Signature]
Signature
Gary Johnston
Name (please print)
2. [Signature]
Signature
Karen Boeker
Name (please print)
3. _____
Signature
Name (please print)
4. _____
Signature
Name (please print)
5. _____
Signature
Name (please print)

POST OFFICE ADDRESS

1. 2544 Christopher Oaks Ct.
Street
St. Louis, MO 63129
City/Town State ZIP
2. 13 Bordeaux Place
Street
Lake St. Louis, MO 63367
City/Town State ZIP
3. _____
Street
City/Town State ZIP
4. _____
Street
City/Town State ZIP
5. _____
Street
City/Town State ZIP

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No.

FORM NFP-102.10

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-8522
782-9523

(These Articles Must Be Executed and Filed
in Duplicate)

Filing Fee \$50

C-157.11

BY-LAWS OF
"AMERICA'S HEALTHCARE CONSUMER ASSOCIATION"

ARTICLE I
PURPOSES

The purpose of "AMERICA'S HEALTHCARE CONSUMER ASSOCIATION" ("association") "educational" as stated in the Certificate of Incorporation, as well as any powers as are now or may hereafter be granted by the General Not-For-Profit Law of the State of Illinois.

ARTICLE II
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. **Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. **Reinstatement.** Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. **Transfer of Membership.** Membership in the Association is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. **Special Meeting.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. **Place of Meeting.** The Board of Directors may designate any place, within or without the State of Illinois as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Illinois as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. **Notice of Meetings.** Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it

appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and

3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Directors shall be residents of the United States of America and be members of the Association.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Illinois for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered either personally, by mail or through the internet, to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be.

The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

ARTICLE VI OFFICERS

Section 1. **Officers.** The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. **Election and Term of Office.** The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. **Removal.** Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President.** The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. **Vice President.** In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President.

and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the

Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3. Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XI DUES AND INITIATION FEE

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4. Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Illinois under the provisions of the Articles of

Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

TRANSFER OF MEMBERSHIP AGREEMENT

THIS AGREEMENT is made and entered into this 1st day of July, 2012 ("Transfer Date") by and between America's Health Care Consumer Association, an Illinois not-for-profit corporation, whose principal place of business is located at 900 36th Avenue, Suite 105; Norman, Oklahoma 73072 (hereinafter referred to as "AHCCA") and the Benefit Services Association, whose principal place of business is located at 900 36th Avenue, Suite 105; Norman, Oklahoma 73072 (hereinafter referred to as "BSA").

RECITALS

WHEREAS, BSA desires for the sole benefit of its members to transfer all of its membership to AHCCA; and

WHEREAS, AHCCA has the structure, facilities, capacity, personnel and expertise to provide its various benefits and services to BSA members; and

WHEREAS, AHCCA is ready and willing to accept such BSA members; and

WHEREAS, the parties agree that such a transfer of members is in the best interest of all involved; and

WHEREAS, the parties shall transfer all BSA members into AHCCA under the terms, provisions and conditions of this Agreement.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto intending to be legally bound hereby agree as follows.

1. **Descriptions.** AHCCA is a not-for-profit corporation that was originally formed in the State of Illinois on February 1, 2001. The corporation is in good standing pursuant to the records of the Illinois Secretary of State under File Number 61477063. The current registered agent in Springfield, Illinois is Corporation Service Company. BSA is an unincorporated association formed under the association laws of the State of Oklahoma on January 5, 2000.
2. **Transfer of Books and Records.** All pertinent and existing books and records of whatever nature regarding the members of BSA shall be delivered by BSA to AHCCA upon the execution of this Agreement.
3. **Taxes.** BSA has paid or will make provision for the payment of all taxes, if any, including all deficiency assessments, additions to taxes, penalties and interest, to the extent that any tax liability accrues on or before the Transfer Date. Any and all use or sales taxes that may be attributable to the transfer of BSA to AHCCA shall be borne solely by BSA.

4. **Representations and Warranties of BSA:**

(a) BSA represents and warrants to AHCCA that:

(i) BSA is in good standing in regard to any and all laws, rules, regulations or requirements of the State of Oklahoma or any of its agencies;

(ii) acting individually and by and through the authority of the Board of Directors of the BSA, only BSA has any right or interest in BSA members which said right and interest BSA is transferring to AHCCA hereunder;

(iii) there are no undisclosed judicial or administrative actions, suits, proceedings or investigations pending or threatened which will result in any liability on the part of the BSA;

(iv) BSA has original articles of incorporation (or a constitution) and bylaws;

(v) BSA has been maintained in good faith for purposes other than that of obtaining insurance.

(b) There are no proceedings pending or threatened which may result in the revocation, cancellation, suspension, or any adverse modification of any permit, concession, grant, franchise, license or other governmental authorization or approval necessary for the conduct of BSA's business or which question the validity of this Agreement or of any action taken or to be taken in connection herewith or the consummation of the transactions contemplated hereby.

(c) There are no employees or any employee benefit programs in BSA.

(d) There are no outstanding and, to BSA's knowledge, no threatened disputes or disagreements with respect to any agreement involving any mark, copyright, trade name, trademark, or similar property rights owned by BSA.

5. **Indemnification and Hold Harmless of AHCCA.** BSA hereby agrees to indemnify and hold harmless AHCCA including but not limited to, its officers, employees, agents, and directors from and against any and all losses, damages, liabilities, obligations, costs, expenses, suits, proceedings, (civil, criminal, administrative or investigative), judgments, orders, fines, penalties, amounts paid in settlement, actions and causes of action, of any character, type or description, including reasonable attorney's fees, court costs, and all and any other such related expenses, suffered or incurred by AHCCA or that arise directly or indirectly out of, or in connection with, any set of facts or circumstances pertaining to BSA (directly or indirectly) and existing or first occurring prior to the Transfer Date, known or unknown, or that are attributed to any person or entity whatsoever claiming, alleging or asserting:

a) any title, interest or right of whatever nature, type or kind in BSA;

b) that BSA was not (i) organized and maintained in good faith for purposes other than insurance; or (ii) in continual existence for at least five (5) years;

- c) any debt, lien, judgment, attachment, pledge, replevin, or any other such encumbrance or liability of any kind or nature whatsoever against BSA; and
- d) that BSA is not in good standing in regard to the laws, rules, regulations or requirements of the State of Oklahoma or any of its agencies or of any state in which BSA holds a certificate of authority to do business.

6. **Indemnification and Hold Harmless of BSA.** AHCCA hereby agree to indemnify and hold harmless BSA, including but not limited to, its officers, employees, agents, and directors from and against any and all losses, damages, liabilities, obligations, costs, expenses, suits, proceedings, (civil, criminal, administrative or investigative), judgments, orders, fines, penalties, amounts paid in settlement, actions and causes of action, of any character, type or description, including reasonable attorney's fees, court costs, and all and any other such related expenses, suffered or incurred by BSA as a result of the conduct and/or operation of AHCCA subsequent to the transfer of BSA members to AHCCA by BSA.

7. **Confidentiality.** BSA, in good faith and to the best of BSA's ability, shall use its very best efforts to keep this Agreement, its contents, and execution in strictest confidence, and the terms of the Agreement shall be revealed to no person or entity whatsoever without the prior written consent of AHCCA, unless BSA is otherwise required to do so because of (a) any federal or state law, rule or regulation; or (b) any legal action taken against BSA necessitating such disclosure.

8. **Governing Law and Venue.** This Agreement shall be governed by the laws of the State of Oklahoma.

9. **Attorney Fees.** If a suit is brought by one of the parties hereto for the breach of any of the terms, provisions or conditions of this Agreement or on any right to indemnification hereunder granted, and such party prevails in court on such suit, the other party agrees to pay all costs in connection with such suit, including reasonable attorney's fee and court costs.

10. **Captions.** The captions and headings appearing in this Agreement have been inserted only for the purpose of convenience and ready reference. They do not purport to, and shall not be deemed to, define, limit, or extend the scope or intent of the paragraphs and clauses to which they appertain.

11. **Copies of Agreement.** This Agreement may be executed in several counterparts and by fax or electronic signature or scan, all of which taken together constitute a single agreement between the parties.

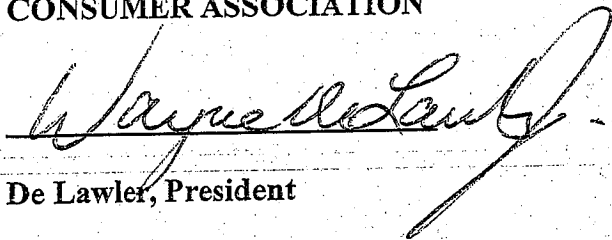
12. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, legal representatives, successors and assigns where permitted.

13. **Further Assurance.** BSA covenants to execute, or cause the execution, within five (5) calendar days of written request from AHCCA, of any and all documents or instruments necessary or desirable to give effect to the transactions contemplated in this Agreement.

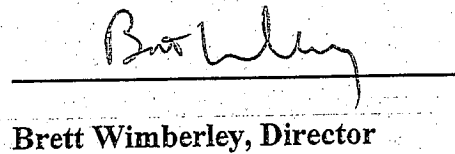
14. **Entire Agreement.** This instrument contains the entire agreement between the parties regarding this specific subject, and no statements, promises, or inducements made by any party or agent of any party, that are not contained in this written Agreement shall be valid or binding. This Agreement supersedes all previous communications, representations, and statements either verbal or written, between the parties relative to the subject matter of this Agreement. The parties have read and understand this entire Agreement and they acknowledge that no statement, representation, promise, or agreement not expressed in this written Agreement has been made to induce such parties to enter into to it.

IN WITNESS THEREOF, the parties have executed this Agreement both on the day and year first written above.

**AMERICA'S HEALTH CARE
CONSUMER ASSOCIATION**


De Lawler, President

BENEFIT SERVICES ASSOCIATION


Brett Wimberley, Director



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 27, 2012

6147-706-3

GEORGE R. KATOSIC & ASSOCIATES
GEORGE R KATOSIC
300 N COIT RD STE 350
RICHARDSON, TX 75080

RE BENEFIT SERVICES ASSOCIATION

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FILED

FORM NFP 110.30 (rev. Dec. 2003)

ARTICLES OF AMENDMENT

General Not For Profit Corporation Act

AUG 27 2012

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to Secretary of State.

File #

6147-706-3

Filing Fee: \$25

Approved: Jm

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): AMERICA'S HEALTH CARE CONSUMER ASSOCIATION
2. Manner of Adoption of Amendment:
The following amendment to the Articles of Incorporation was adopted on August 20, 2012 in the man-
ner indicated below (check one only):

☐ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (See Note 2 on back.)

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (See Note 3 on back.)

☒ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (See Note 5 on back.)
3. Text of Amendment:
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. *Article 1: The Name of the Corporation is:
BENEFIT SERVICES ASSOCIATION
New Name

(b.) All amendments other than name change.

If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated August 21, 2012 AMERICA'S HEALTH CARE CONSUMER ASSOCIATION
Month & Day Year Exact Name of Corporation
George R. Katosio
Any Authorized Officer's Signature
GEORGE R. KATOSIO SECRETARY
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, _____
Month & Day Year

Signature

Signature

Signature

Signature

Name and Title (print)

Name and Title (print)

Name and Title (print)

Name and Title (print)

NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
 - a. by vote at a director's meeting (either annual or special), or
 - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
 - a. the board of directors adopt a resolution setting forth the proposed amendment, and
 - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

Law Offices
George R. Katosic & Associates

300 North Coit Road, Suite 350
Richardson, TEXAS 75080
Telephone: (972) 664-9170 Facsimile: (972) 664-9165
www.katosic-law.com

George R. Katosic

Cell: 972-415-1420

August 21, 2012

Secretary of State
Department of Business Services
501 S. Second Street, Room #350
Springfield, Illinois 62756

Re: Amendment of Name
America's Health Care Consumer Association


Dear Sir or Madam:

Enclosed is the completed and signed Form NFP 110.30, Articles of Amendment, changing the Name of America's Health Care Consumer Association to Benefit Services Association.

Also enclosed is the \$25.00 filing fee. Please return any documentation to this address.

Thank you for your time and assistance in this matter.

Sincerely


George R. Katosic

Encls: Form NFP 110.30
\$25.00 Filing Fee

FORM NFP 110.30 (rev. Dec. 2003)
ARTICLES OF AMENDMENT
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing Fee: \$25 Approved: _____

File # _____

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): AMERICA'S HEALTH CARE CONSUMER ASSOCIATION
2. Manner of Adoption of Amendment:
The following amendment to the Articles of Incorporation was adopted on August 20, 2012 in the man-
ner indicated below (check one only):
Month, Day & Year
- ☐ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (See Note 2 on back.)
- ☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (See Note 3 on back.)
- ☒ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)
- ☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (See Note 5 on back.)

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BENEFIT SERVICES ASSOCIATION

New Name

(b.) All amendments other than name change.

If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated August 21 2012 AMERICAN'S HEALTH CARE CONSUMER ASSOCIATION
Month & Day Year Exact Name of Corporation
George R. Katosio
Authorized Officer's Signature
GEORGE R. KATOSIO SECRETARY
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____
Month & Day Year

Signature

Signature

Signature

Signature

Name and Title (print)

Name and Title (print)

Name and Title (print)

Name and Title (print)

NOTES

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COMPASS BANK
88-744/1119

10808

8/16/2012

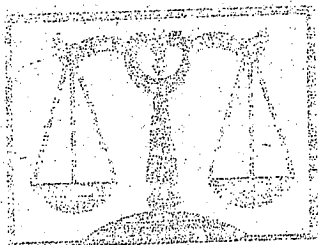
\$ **25.00

PAY TO THE ORDER OF
Twenty-Five and 00/100

MEMO
AHCCA/IL/Amendment of Name

1080808 111907445 71409457

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|--|----------------------------|-------|
| Law Offices/George R. Katosic & Associates | 8/16/2012 | 10808 |
| Illinois Secretary of State | | 25.00 |
| Filing Fees: AHCCA | AHCCA/IL/Amendment of Name | |



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| Compass Checking | AHCCA/IL/Amendment of Name | 25.00 |
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| Law Offices/George R. Katosic & Associates | 8/16/2012 | 10808 |
| Illinois Secretary of State | | 25.00 |
| Filing Fees: AHCCA | AHCCA/IL/Amendment of Name | |

PAYMENT
RECORD

| | | |
|------------------|----------------------------|-------|
| Compass Checking | AHCCA/IL/Amendment of Name | 25.00 |
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